

BYLAWS  
of a  
*SAMPLE ARTS ORGANIZATION*

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## ARTICLE I OFFICES

**Section 1.1 Business Offices.** The principal office of the corporation shall be located in the city of \_\_\_\_\_ and the county of \_\_\_\_\_. The corporation may have other offices either within or outside Utah, as designated by the Board of Directors or as the affairs of the corporation may require from time to time.

**Section 1.2 Registered Office.** If a registered office of the corporation is required to be maintained in Utah, it may be, but need not be, the same as the principal office, if in Utah, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE II PURPOSES

**Section 2.1 Purposes.** This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2.2 Specific Objectives and Purposes.** The specific objectives and purposes of this corporation shall be: *(this can be a bulleted list of organizational objectives or paragraph narrative. If you desire, the organization's mission statement can also be included in this section. Section 2.2 may also simply be the organizational Mission.)*

## ARTICLE III BOARD OF DIRECTORS

**Section 3.1 General Powers.** The Board is responsible for overall policy and direction of the Council and *(if applicable)* delegates responsibility for day-to-day operations to the *SAMPLE ARTS ORGANIZATION* executive director, staff and board committees as assigned. All corporate powers shall be exercised by or under the direction of the Board of Directors.

**Section 3.2 Number, Election, and Qualifications.** The number of Directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than three and no more than #. Any action of the Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Directors shall be elected or re-elected by the existing Board of Directors at each annual meeting of the board, and each trustee shall hold office until the next annual meeting.

**Section 3.3 Tenure.** Trustees are elected for *a specified length of time such as two years. The language that follows should designate the rotation schedule as well as number of terms an individual may serve. You may use language such as: Term cycles are staggered so that approximately one-third of the trustees' terms expire each year. Initially, one-third of the board members will be asked to serve shortened terms to provide opportunity for rotation. Trustees are limited to two consecutive three-year terms. The*

*Board may extend such limits for one year. Former trustees may be nominated and re-elected after one year's absence.*

**Section 3.4 Duties.** Directors must be participating members. *Write the instructions for attendance at functions, board meetings, etc. Sample phrasing Board Members are expected to attend the annual meeting and at least six board meetings per year, to serve on at least one standing committee and to attend committee meetings. After two consecutive absences, the Board Chair or a member of the Executive Committee will contact the board member in question to confirm his or her interest in remaining on the board. After three consecutive absences, unless proven otherwise, it will be assumed that said board member desires to resign.*

**Section 3.5 Vacancies.** Any trustee may resign at any time by giving written notice to the chair of the *SAMPLE ARTS ORGANIZATION*. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A trustee elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

**Section 3.6 Annual and Regular Meetings.**

*Annual Meeting* The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

*Regular Meetings.* Regular meetings of the Board shall be held at places and times determined by resolution of the Board and noted in the minutes.

**Section 3.7 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board of Directors will provide proper notice and may fix any place, date and time for holding any special meeting of the Board called by them.

**Section 3.8 Notice.** Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each trustee at his business or home address at least five days prior thereto by mailing a written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephone notice or by email (and the method of notice need not be the same to each trustee). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with prepaid postage. If emailed, such notice shall be deemed to be given when the email is sent. Any trustee may waive notice of any meeting before, at or after such meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

**Section 3.9 Quorum and Voting.** A majority of the number of Directors fixed by section 2 of this Article III shall constitute a quorum, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice than an

announcement at the meeting, until a quorum shall be present. No trustee may vote or act by proxy at any meeting of Directors.

**Section 3.10 Meetings by Telephone.** Members of the Board of Directors or any other committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

**Section 3.11 Action Without a Meeting.** Any action that may be taken by the Board of Directors at a meeting may take place without a meeting if consent in writing, setting forth the action to be taken, shall be signed before such action by a two-third's majority of the board. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors or committee members.

**Section 3.12 Presumption of Assent.** A trustee of the *SAMPLE ARTS ORGANIZATION* who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

**Section 3.13 Compensation.** Directors shall not receive compensation for their services as such, although the reasonable expenses of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the *SAMPLE ARTS ORGANIZATION* in any other capacity, provided that other members of the board are aware of the agreement between the board member or company of the board member and the *SAMPLE ARTS ORGANIZATION*.

**Section 3.14 Executive and Other Committees.** By one or more resolutions, the Board of Directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

## ARTICLE IV OFFICERS AND AGENTS

**Section 4.1 Executive Committee Defined.** The officers of the *SAMPLE ARTS ORGANIZATION* shall include Chair, Vice-Chair, Secretary and Treasurer. The Board of Directors may also elect or appoint such other officers, assistant officers and agents, including an Executive Director, one or more vice-chairs, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time,

except that no person may simultaneously hold the offices of Chair and Secretary. Officers need not be Directors of the corporation. All officers must be at least eighteen years old. *(Optional language: you may choose to have one or more youth representatives as in accordance with the mission.)*

**Section 4.2 Election and Term of Office.** The Executive Committee or officers of the *SAMPLE ARTS ORGANIZATION* shall be elected by the Board of Directors at each regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Officers shall hold office for \_\_\_\_ # \_\_\_\_ year terms, as specified.

**Section 4.3 Removal.** Any officer or agent may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

**Section 4.4 Vacancies.** Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the chair or the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4.5 Authority and Duties of Officers.** The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

*Customize this section to the needs of the organization.*

(a) **Chair.** The chair shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the *SAMPLE ARTS ORGANIZATION* and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the Board of Directors; (iii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of chair and as from time to time may be assigned to her/him by the Board of Directors. *Term is limited to two years.*

(b) **Vice-Chairs.** The vice-chair or vice-chairs shall assist the chair and shall perform such duties as may be assigned to them by the chair or by the Board of Directors. The vice-chair (or if there is more than one, then the vice chair designated by the Board of Directors, or if there be no such designation, then the vice-chairs in order of their election) shall, at the request of the chair, or in his absence or inability or refusal to act, perform the duties of the chair and when so acting shall have all the powers of and be subject to all the restrictions upon the chair. *Term is limited to two years.*

(c) **Secretary.** The secretary shall: (i) keep the minutes of the proceedings of the Board of Directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the

chair or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary. *Term is limited to two years.*

(d) Treasurer. The treasurer shall: (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and a quittance for moneys paid on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the *SAMPLE ARTS ORGANIZATION* of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the chair and the Board of Directors statements of account showing the financial position of the *SAMPLE ARTS ORGANIZATION* and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and other such duties as from time to time may be assigned to him/her by the chair or the Board of Directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer. *Term is limited to two years.*

## ARTICLE V MEMBERSHIP

***(Option A)*** Section 5.1 Members. The corporation shall have no members.

***(Option B)*** Section 5.1 Classification, Qualification, Privileges and Election of Members. The corporation shall have *(for example: one class of nonvoting members. New members may be elected to membership at any time by the vote of a majority of the Board of Directors, or selected in such other manner as may be designated by the board.)* Membership is not restricted to manner. *(for example: the membership is not restricted to individuals who reside in the State of Utah).*

**Section 5.2 Dues**. The Board of Directors may establish such membership initiation fees, periodic dues and other assessments and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate class as the Board of Directors shall deem necessary or appropriate.

**Section 5.3 Suspension and Termination of Membership**. A member who fails to pay any dues or other assessment within # days after written notice of such failure to pay is delivered to such member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. The Board of Directors, by vote of a majority of all members of the board, may suspend or expel any member for cause. Any member who is suspended by a vote of the Board of Directors shall remain so until reinstated by the vote of a majority of all members of the Board of Directors entitled to a vote thereon. During any period of suspension a member shall not be entitled to exercise the rights and privileges of membership.

**Section 5.4 Transfer of Membership.** Membership in the corporation is (*or is not*) transferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of the corporation.

**Section 5.5 Annual Meeting of Members.** An annual meeting of the members shall be held at the time and place, either within or outside Utah, as determined by the Board of Directors, for the transaction of such business as may come before the meeting. Failure to hold an annual meeting as required by these bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action taken by the Board of Directors or officers of the corporation.

**Section 5.6 Special Meetings.** Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or the Board of Directors, and shall be called by the president at the request of a majority of the Board of Directors.

**Section 5.7 Place of Meeting.** The Board of Directors may designate any place, either within or without the state of Utah as the meeting for any annual meeting or for any special meeting. If no place is designated in the notice, the place of meeting shall be at the principle office of the corporation.

**Section 5.8 Notice of Meeting.** Except as otherwise prescribed by statute, written notice of each meeting of the members stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than   #   nor more than   #   days before the date of the meeting, either personally, by publication in a newsletter or other printed material, or by first class, certified or registered mail, by or at the direction of the president, or the secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at his address as it appears in the records of the corporation with postage thereon prepaid. Any member may waive notice of any meeting before, at, or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such a meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5.9 Committees.** The Board of Directors at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The members of any such committee shall elect a chairperson who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be as established by the committee.



## ARTICLE VI INDEMNIFICATION

**Section 6.1 Indemnification of Directors, Officers, etc.** To the full extent permitted by law, the Association shall indemnify any trustee or officer, including the executive director (*if applicable*) for purposes of this Section 9.1, or former trustee or officer of the Association, or any person who may have served at its request as a trustee or officer of another corporation against expenses actually and reasonably incurred by them, in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been such trustee or officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence in the performance of duty; and to make such other indemnification (including advanced payment of indemnification) as shall be authorized by the Board.

**Section 6.2 Insurance.** By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the *SAMPLE ARTS ORGANIZATION* may, subject to Section 5.8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in the capacity of or arising out of his/her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the *SAMPLE ARTS ORGANIZATION* against any liability, including without limitation, any liability for the indemnifications provided in this Article.

**Section 6.3 Limitation on Indemnification.** Notwithstanding any other provision of these bylaws, the *SAMPLE ARTS ORGANIZATION* shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

## ARTICLE VII MISCELLANEOUS

**Section 7.1 Account Books, Minutes, Etc.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees and business meetings of officers. Any trustee or his accredited agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

**Section 7.2 Fiscal Year.** The fiscal year of the corporation shall operate on the calendar year: January 1 to December 31.

**Section 7.3 Conveyances and Encumbrances.** Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by

the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

**Section 7.4 Designated Contributions.** The corporation may accept any designated contribution, grant, bequest or device consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

**Section 7.5 Conflicts of Interest.** If any person who is a trustee or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

**Section 7.6 Loans to Directors and Officers Prohibited.** No loans shall be made by the corporation to any of its Directors or officers. Any trustee or officer who assents to or participates in the making of such loan shall be liable to the corporation for the amount of such loan until it is repaid.

**Section 7.7 Amendments.** The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Directors.

**Section 7.8 Severability.** The invalidity of any provisions of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.